



JOHN DEERE

Agriculture & Turf Division
10789 S. Ridgeview Rd.
Olathe, KS 66061 USA

Matt Weinheimer
Division Sales Manager

1 February 2017

CONFIDENTIAL

**Hand Delivered and Sent Certified Mail
Return Receipt Requested**

Jack Jones
Richland Equipment Co., Inc.
1245 Hwy 33 S
Centreville, MS 39631-0518

Re: Dealer Performance Improvement Process (DPI) - Termination

Dear Mr. Jones,

Over a number of years, we have communicated with Richland Equipment Co., Inc. that your market share performance was unacceptable. Your performance has been well below the comparative group average and you have not achieved market share requirements, as noted in the attached chart.

Pursuant to Section 3. (b) of your John Deere Agricultural Dealer Agreement, your appointment as a Dealer may be terminated if "Company believes that Dealer is not fulfilling the requirements of his appointment despite the opportunity to correct or take appropriate action toward correcting deficiencies in his operations which have been called to his attention by the Company."

You have had ample opportunity to correct or take appropriate action toward correcting performance deficiencies in Richland Equipment Co., Inc.'s operations. However, the performance deficiencies have not been corrected. Accordingly, you are hereby formally notified that John Deere has elected to terminate your John Deere Agricultural Dealer Agreement, as well as any other agreements that may exist between Richland Equipment Co., Inc. and Deere & Company or any of its affiliates, including John Deere Financial, effective August 2, 2017, more than 180 days from the date of this letter.

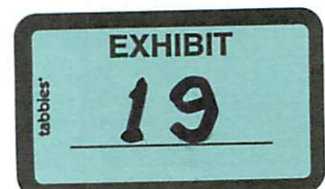
This termination shall not affect the security interest granted to John Deere pursuant to any Personal Guaranties or Security Agreements as to any goods (whole goods, attachments, bundles, parts, etc.), proceeds or other described collateral, that has or will attach prior to termination and your payment of all monies owed to John Deere.

Sincerely,

Matt Weinheimer
Division Sales Manager

Attachment - Dealer performance recap (dollars) and AOR

cc: James Cundiff, Territory Sales Manager
David Hoffman, Region Manager Dealer Development
Eric Vanden Bos, Dealer Development Manager
Kayleen Sornson, Account Credit Manager



Centreville, MS**AOR & Market Share Performance Recap Attachment**

		Dec 2015 AOR			Current AOR		
		Large Ag	Small Ag	Tractors <120EHP	Large Ag	Small Ag	Tractors <120EHP
LA	East Baton Rouge	15%	15%	10%	15%	15%	10%
LA	East Feliciana	85%	85%	85%	85%	85%	85%
LA	St. Helena	60%	60%	60%	30%	30%	30%
LA	West Feliciana	20%	20%	20%	20%	20%	20%
MS	Adams	10%	10%	10%	10%	10%	10%
MS	Amite	55%	55%	55%	55%	55%	55%
MS	Franklin	35%	35%	25%	35%	35%	25%
MS	Wilkinson	100%	100%	100%	100%	100%	100%

Historical Dealer Performance

Current AOR	Oct-12	Oct-13	Oct-14	Oct-15	Oct-16
Industry Potential (\$000)	-	-	-	-	\$ 4.08
In AOR Dealer Sales (\$000)	-	-	-	-	\$ 0.20
Dealer Market Share	-	-	-	-	5.01%
Dealer Requirement	-	-	-	-	23.40%
Requirement Met	-	-	-	-	No
Dec 2015 AOR	Oct-12	Oct-13	Oct-14	Oct-15	Oct-16
Industry Potential (\$000)	\$ 3.08	\$ 3.18	\$ 3.08	\$ 4.18	\$ 4.27
In AOR Dealer Sales (\$000)	\$ 0.33	\$ 0.36	\$ 0.62	\$ 0.40	\$ 0.20
Dealer Market Share	10.76%	11.30%	20.17%	9.48%	4.78%
Dealer Requirement	-	-	-	20.40%	23.40%
Requirement Met	-	-	-	No	No
Comparative Group Market Share Standard	-	-	39.64%	35.95%	36.96%